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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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| In re | : |
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| DELPHI CORPORATION, et al., | : |
| | : |
| Debtors. | : |
| | : |
| ----- X | |

Chapter 11
Case No. 05-44481 (RDD)
(Jointly Administered)

JOINT STIPULATION AND AGREED ORDER COMPROMISING AND
ALLOWING PROOFS OF CLAIM NUMBERS 8535, 8537, 8540, 8541, 8542,
8543, 8544, 8545, 8546, 8547, 8548, 8549, 8550, 8551, 8552, 8553, 8554, 8555,
8557, 8558, 8559, 8560, 8561, 8562, AND 8563
(MONTGOMERY COUNTY TREASURER)

Delphi Corporation and certain of its subsidiaries and affiliates, including Delphi Automotive Systems, LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Montgomery County Treasurer ("Montgomery County") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proofs Of Claim Numbers 8535, 8537, 8540, 8541, 8542, 8543, 8544, 8545, 8546, 8547, 8548, 8549, 8550, 8551, 8552, 8553, 8554, 8555, 8557, 8558, 8559, 8560, 8561, 8562, and 8563 (Montgomery County Treasurer) and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on June 26, 2006 Montgomery County filed proofs of claim numbers 8535, 8537, 8540, 8541, 8542, 8543, 8544, 8545, 8546, 8547, 8548, 8549, 8550, 8551, 8552, 8553, 8554, 8555, 8557, 8558, 8559, 8560, 8561, 8562, 8563 against Delphi, which assert secured claims in the aggregate amount of \$3,227,517.57 (collectively, the "Claims") arising from taxes allegedly owed by Delphi to Montgomery County, in the amounts set forth below:

| <u>Proof of Claim</u> | <u>Claim Amount As Docketed</u> |
|------------------------------|----------------------------------------|
| 8535 | \$9,984.48 |
| 8537 | \$13,321.05 |
| 8540 | \$55.96 |
| 8541 | \$583,848.54 |
| 8542 | \$4,329.83 |
| 8543 | \$9,370.62 |
| 8544 | \$132,479.24 |
| 8545 | \$182,850.01 |
| 8546 | \$2,628.90 |
| 8547 | \$578,440.64 |
| 8548 | \$35,659.30 |
| 8549 | \$1,179,183.93 |

| | |
|------|--------------|
| 8550 | \$78,139.90 |
| 8551 | \$1,089.88 |
| 8552 | \$938.16 |
| 8553 | \$72,963.37 |
| 8554 | \$32,104.56 |
| 8555 | \$237.40 |
| 8557 | \$1,516.63 |
| 8558 | \$882.12 |
| 8559 | \$1,165.11 |
| 8560 | \$492.69 |
| 8561 | \$26,607.06 |
| 8562 | \$97.46 |
| 8563 | \$279,130.73 |

WHEREAS, on June 15, 2007, the Debtors objected to proof of claim number 8537 (Claim No. 8537) and proofs of claim numbers 8535, 8540, 8541, 8542, 8543, 8545, 8546, 8547, 8548, 8549, 8550, 8551, 8552, 8553, 8554, 8555, 8557, 8558, 8559, 8560, 8561, and 8562, 8563 (collectively, the "Additional Claims") pursuant to the Debtors' Seventeenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. Section 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Insurance Claim Not Reflected On Debtors' Books And Records, (D) Untimely Claims And Untimely Tax Claims, And (E) Claims Subject To Modification, Tax Claims Subject To Modification, And Modified Claims Asserting Reclamation (Docket No. 8270) (the "Seventeenth Omnibus Claims Objection").

WHEREAS, on August 9, 2007, Montgomery County filed its Response Of Montgomery County, Ohio To Debtors' Seventeenth Omnibus Objection (Docket No. 9010) (the "Response").

WHEREAS, on September 4, 2007, Claim No. 8537 was modified to the amount of \$4,787.82 and the hearing regarding the Seventeenth Omnibus Claims Objection to the Additional Claims was adjourned to a future hearing date pursuant to the Order Pursuant To 11

U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 Modifying Certain Claims Identified In Seventeenth Omnibus Claims Objection On Exhibit E-2 (Docket No. 9223).

WHEREAS, on July 13, 2007, the Debtors objected to proof of claim number 8544 (Claim No. 8544) pursuant to the Debtors' Nineteenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claim, And (D) Claims Subject To Modification, Tax Claims Subject To Modification, Modified Claims Asserting Reclamation, And Consensually Modified And Reduced Claims (Docket No. 8617).

WHEREAS, on August 4, 2007, Claim No. 8544 was modified to the amount of \$32,423.82 pursuant to the Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 Disallowing And Expunging Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claim, And (D) Claims Subject To Modification, Tax Claims Subject To Modification, Modified Claims Asserting Reclamation, And Consensually Modified And Reduced Claims Identified In Nineteenth Omnibus Claims Objection (Docket No. 9225).

WHEREAS, on December 14, 2007, to resolve the Seventeenth Omnibus Claims Objection with respect to the Claims, DAS LLC and Montgomery County entered into a settlement agreement (the "Settlement Agreement").

WHEREAS, pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that the Claims shall be allowed against DAS LLC in the aggregate amount of \$1,177,095.94 .

WHEREAS, DAS LLC is authorized to enter into the Settlement Agreement

either because the Claims involve ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and Montgomery County stipulate and agree as follows:

1. The Claims shall be allowed in the amounts set forth below and shall be treated as allowed secured claims against the estate of DAS LLC:

| <u>Proof of Claim</u> | <u>Claim Amount As Modified And Allowed</u> |
|------------------------------|----------------------------------------------------|
| 8535 | \$3,600.61 |
| 8537 | \$4,787.82 |
| 8540 | \$13.71 |
| 8541 | \$209,844.35 |
| 8542 | \$1,059.72 |
| 8543 | \$3,367.94 |
| 8544 | \$32,423.82 |
| 8545 | \$65,719.34 |
| 8546 | \$944.88 |
| 8547 | \$207,900.92 |
| 8548 | \$12,816.60 |
| 8549 | \$444,646.98 |
| 8550 | \$28,084.71 |
| 8551 | \$391.74 |
| 8552 | \$337.21 |
| 8553 | \$26,224.18 |
| 8554 | \$23,129.72 |
| 8555 | \$85.35 |
| 8557 | \$549.17 |
| 8558 | \$319.10 |
| 8559 | \$285.63 |
| 8560 | \$343.59 |
| 8561 | \$9,820.72 |
| 8562 | \$35.13 |
| 8563 | \$100,363.00 |

2. Montgomery County shall withdraw its Response to the Seventeenth Omnibus Claims Objection with prejudice.

So Ordered in New York, New York, this 11th day of January, 2008

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

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